

PREPARED BY AND RETURN TO:

Select Title & Escrow, LLC
Almon M. Ellis, Jr., Attorney
7145 Swinnea Road Suite 2
Southaven, MS 38671
(662) 349-3930
File # 07-1310

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, CitiBank N.A., as Trustee, does hereby sell, convey and warrant unto **Lisa McClinton, a single person and Jermaine Simpson, a single person, as joint tenants with full rights of survivorship, and not as tenants in common**, the following described property, together with the improvements, hereditaments and appurtenances thereunto belonging, located in the County of DeSoto, State of Mississippi, more particularly described as follows, to-wit:

Lot 164, Section B, SOUTHBRANCH SUBDIVISION, in Section 25, Township 1 South, Range 7 West, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 89, Page 38, in the office of the Chancery Clerk of DeSoto County, Mississippi

Parcel: 1077-2510.0-00164.00

Address: 7410 Southbranch Parkway, Olive Branch, MS 38654

IT IS AGREED AND UNDERSTOOD that the taxes for the current year have been prorated as of this date based on an estimated basis. It is also agreed and understood that this proration is final and no adjustments will be made after closing.

THIS conveyance is subject to rights of way and easements for public roads and for public utilities; to applicable building, zoning, subdivision and Health Department regulations; to the covenants, limitations and restrictions of record with the said recorded plat of said subdivision and to which reference is hereby made; to any matter which might be disclosed by a current, accurate survey and physical inspection of said lands.

GRANTOR HEREIN does hereby covenant with the Grantees that it is lawfully seized in fee of the aforescribed real estate: that it has a good right to sell and convey the same; that same is unencumbered, except as stated hereinabove and that title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons claiming by, through, or under Grantor, but not further or otherwise.

Possession is given upon the delivery of this deed or at an agreed upon date between the parties.

Baskin

WITNESS ITS SIGNATURE, on this 10th day of April, 2008.



CitiBank N.A., as Trustee *
By: EMC Mortgage Corporation, as Attorney in Fact

By: [Signature] (SEAL)

Name: RHONDA ANDERSON
Assistant Vice President

Title: _____

STATE OF Texas
COUNTY OF Denton

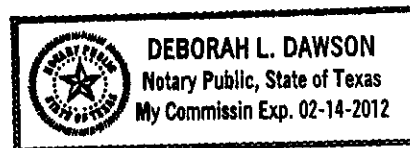
PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said county and state, within the jurisdiction, the within named Rhonda Anderson, who acknowledged that he/she is AVP of EMC Mortgage Corporation which is Attorney in Fact of CitiBank N.A., and that in said representative capacity, he/she executed the above and foregoing instrument, after first having been duly authorized by said corporation to do so.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this 10th day of April, 2008.

[Signature]
Notary Public

(S E A L)

My Commission Expires:



GRANTOR:
CitiBank N.A.
7145 Swinnea Rd. Ste. 2
Southaven, MS 38671
HOME: N/A
WORK: 662-349-3930

GRANTEE
Lisa McClinton and Jermaine Simpson
7410 Southbranch Parkway
Olive Branch, MS 38654
HOME: 901-415-9766
WORK: N/A

* SEE EXHIBIT A

When recorded return to:
EMC Mortgage Corporation
Attn: Collateral Management
2780 Lake Vista Drive
Lewisville, TX 75067-3884
972/444-2800

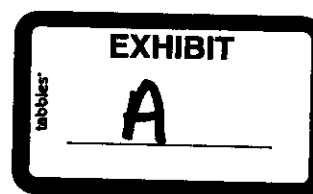
BK 583 PG 131

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, Citibank, N.A., a national banking association and having an office for the conduct of business in New York, New York, solely in its capacity as Trustee (in such capacity the "Trustee") under the Pooling and Servicing Agreement dated as of July 1, 2006 entered into between Structured Asset Mortgage Investments II Inc. as Depositor (the "Depositor"), EMC Mortgage Corporation, as Sponsor and Company (in such capacity, the "Sponsor" and "Company"), Wells Fargo Bank, National Association, as Master Servicer and Securities Administrator (the "Master Servicer" and "Securities Administrator"), and Citibank N.A., as Trustee (the "Pooling Agreement") pursuant to which Bear Stearns ALT-A Trust, Mortgage Pass-Through Certificates Series 2006-5 are issued and not in its individual corporate capacity, hereby constitutes and appoints EMC Mortgage Corporation, as its true and lawful attorney-in-fact, in its name, place and stead and for its use and benefit, to execute and acknowledge in writing or by facsimile stamp or otherwise all documents customarily and reasonably necessary and appropriate for the tasks described in items (i) through (viii) below relating to certain mortgage loans (the "Loans") owned by the undersigned, as Trustee, as serviced by EMC Mortgage Corporation, as the Company under the Pooling Agreement. These Loans are comprised of Mortgages, Deeds of Trust, Deeds to Secure Debt, Co-ops and other forms of Security Instruments (collectively the "Security Instruments") and the notes secured thereby (the "Notes").

- i. The Substitution of Trustee(s) in Deeds of Trust and/or Deeds to Secure Debt in the name of the undersigned, as Trustee,
- ii. The Extension and/or Renewal of Financing Statements in the name of the undersigned, as Trustee,
- iii. The Satisfaction, Assignment and/or Release of Security Instruments and/or Financing Statements in the name of the undersigned, as Trustee, or the issuance of Deeds of Reconveyance upon payment in full and/or discharge of the Notes secured thereby,
- iv. The Modification and/or Partial Release of Security Instruments, including the subordination of a Security Instrument to an easement in favor of an entity with powers of eminent domain.
- v. The Assumption of Security Instruments and the Notes secured thereby,
- vi. The right to collect, accelerate, initiate suit on and/or foreclose all Loans, and
- vii. The right to manage, sell, convey or transfer the real and/or personal property specified in the Security Instruments.
- viii. The endorsement of loss payable drafts or other checks that are necessary to effectuate proper servicing of the loan or repairs to the real property encumbered by the Security Instrument.

I:\Legal\KOTTINGER\POAs\Citibank\BSALTA 2006-5
Inv C35 C36



The undersigned gives to said attorney-in-fact full power and authority to execute such instruments as if the undersigned were personally present, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by authority hereof. The undersigned also gives to said attorney-in-fact full power and authority to appoint by subsequent power of attorney a subservicer (a "Subservicer") to act in its stead so long as the Trustee is given prior notice of such appointment. Third parties without actual notice may rely upon the power granted to said attorney-in-fact under this Limited Power of Attorney and may assume that, upon the exercise of such power, all conditions precedent to such exercise of power have been satisfied and this Power of Attorney has not been revoked unless an Instrument of Revocation has been recorded.

This limited power of attorney has been executed and is effective as of this _____ day of September, 2007 and the same and any subsequent limited power of attorney given to any Subservicer shall terminate on the date that is the earlier of (i) one year from the date hereof and (ii) the occurrence of any of the following events or until revoked in writing by the undersigned provided, that so long as none of the following events below have occurred or continuing, the Trustee shall execute and deliver a replacement power of attorney:

- i. the supervision or termination of EMC Mortgage Corporation as the Company with respect to the Loans serviced under the Pooling Agreement,
- ii. the transfer of servicing from EMC Mortgage Corporation to another Servicer with respect to the Loans serviced under the Pooling Agreement,
- iii. the appointment of a receiver or conservator with respect to the business of the attorney-in-fact or EMC Mortgage Corporation, or
- iv. the filing of a voluntary or involuntary petition of bankruptcy by the attorney-in-fact, EMC Mortgage Corporation, or any of their creditors.

Notwithstanding the foregoing, the power and the authority given to said attorney-in-fact or any Subservicer under this Limited Power of Attorney shall be revoked with respect to a particular Pooling Agreement and the Loans subject thereto upon the occurrence of:

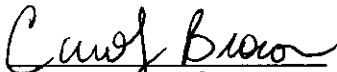
- i. the suspension or termination of EMC Mortgage Corporation as the Company under such Pooling Agreement; or
- ii. the transfer of servicing under such Pooling Agreement from EMC Mortgage Corporation to another Servicer.

Nothing contained herein shall be deemed to amend or modify the related Pooling Agreements or the respective rights, duties or obligations of the Trustee or EMC Mortgage Corporation thereunder, and nothing herein shall constitute a waiver of any rights or remedies thereunder. If this limited power of attorney is revoked or terminated for any reason whatsoever, a limited power of attorney given by the Servicer to any Subservicer shall be deemed to be revoked or terminated at the same time.

This Limited Power of Attorney supersedes all prior powers of attorney given by the undersigned to EMC Mortgage Corporation for the Loans, and all such powers and the authority granted thereunder are hereby revoked effective as of the date of recording of this Limited Power of Attorney.

EMC Mortgage Corporation
as Company

Citibank, N.A.,
as Trustee

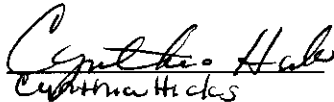


Name: Carolyn Brown
Title: Assistant Vice President

Witness:


Rozie Kitchen-Morgan

Witness:

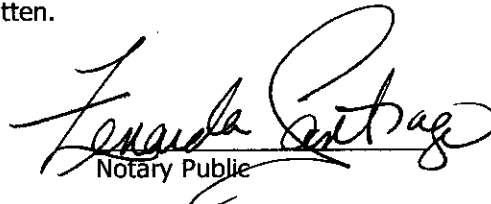

Cynthia Hicks

STATE OF NEW YORK)
COUNTY OF NEW YORK)

SS

On September 10th, 2007 before me, a Notary Public in and for said State, personally appeared John Hannon, known to me to be a Vice President of Citibank, N.A., a national banking association that executed the within instrument, and also known to me to be the person who executed said instrument on behalf of such national banking association and acknowledged to me that such national banking association executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public

ZENaida SANTIAGO
NOTARY PUBLIC-STATE OF NEW YORK
No. 013A6152564
Qualified in Kings County
My Commission Expires September 18, 2018

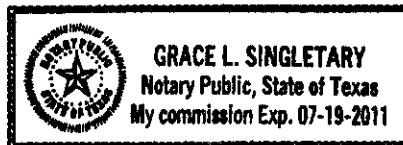
STATE OF TEXAS)
)SS
 COUNTY OF DENTON)

On 9-10-07, before me, a Notary Public in and for said State, personally appeared X, known to me to be a X of EMC Mortgage Corporation that executed the within instrument, and also known to me to be the person who executed said instrument on behalf of such corporation and acknowledged to me that such national banking association executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

X Carolyn Brown
 Assistance Vice President

Grace L. Singletary
 Notary Public



EMC MORTGAGE CORPORATION
Certificate of Secretary

I, the Assistant Secretary, a duly elected, qualified and incumbent Assistant Secretary of EMC Mortgage Corporation, a Delaware corporation (the "Corporation"), do hereby certify that pursuant to a Unanimous Written Consent in Lieu of a Meeting of the Board of Directors, dated February 12, 1997, the Board of Directors adopted the following resolution:


"RESOLVED, that any Executive Vice President, Senior Vice President, Vice President or Assistant Vice President of the Corporation is authorized, empowered and directed to execute and deliver in the name of and on behalf of the Corporation any and all agreements, certificates, instruments or documents of any kind whatsoever purporting to represent or bind the Corporation as may from time to time be necessary or appropriate in connection with transactions involving individual mortgage loans, whether such mortgage loans be then owned by the Corporation or are being serviced by the Corporation on behalf of others, such authority to include, but not be limited to, the modification of the terms of individual mortgage loans, the entry into workout or forbearance agreements in connection with individual mortgage loans, taking all actions necessary or appropriate in relation to mortgage loans whose borrowers are in bankruptcy, the release of property from the lien of individual mortgage loans, the acceptance of proceeds of condemnation of the property relating to individual mortgage loans, the filing or compromise of insurance claims relating to individual mortgage loans, the acceptance of deeds in lieu of foreclosure with respect to individual mortgage loans, foreclosure or other comparable realization upon individual mortgage loans, the management, rental and sale of individual properties obtained by foreclosure, deed-in-lieu-of-foreclosure or other conversion of mortgage loans, the execution of deeds and other instruments incidental to the sale of such properties, and all other matters incidental or customary in respect of the servicing of individual mortgage loans."

I do also certify that Chris M. Alcedo, Sr. Vice President, Susan F. Christy, Linda E. Hicks, and Richard Rice are duly elected Vice Presidents and Rhonda Anderson, Craig Reuter, Mary Jacque Thompson, Becky Halfmann and Mark Blanton are duly elected Assistant Vice Presidents of the Corporation, presently serving as of the date of this Certificate.

I do further certify that as Assistant Secretary as aforesaid, I have custody of the records of meetings of the Board of Directors of the Corporation, and that the aforesaid resolution is a true and correct copy of the resolution adopted on February 12, 1997, and that such resolution has not been modified, rescinded or revoked and is at present in full force and effect.

IN WITNESS WHEREOF, the undersigned has affixed her signature and the corporate seal of the Corporation this 1st day of March, 2008.



 Sally Walker, Assistant Secretary


 Dena Grimes, Assistant Secretary


 Sherrie Flint, Assistant Secretary


 Ann Lucke, Assistant Secretary


 Eileen Deaton, Assistant Secretary


 Michael Hawkins, Assistant Secretary

[Corporate Seal]



Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMC MORTGAGE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

2242339 8300

080183709

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6391203

DATE: 02-19-08